



NAVY LEAGUE of the UNITED STATES

FOUNDED 1902

Citizens in Support of the Sea Services

**PHILADELPHIA
COUNCIL
BYLAWS**

Amended and Restated

March 19, 2008

Where there is no law, but every person does what is right in their own eyes, there is the least of real liberty.

Henry M. Robert

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ARTICLE I - NAME AND ADDRESS

Section 1 Name

The name of the Council shall be the Navy League of the United States, Philadelphia Council. Herein referred to as Council.

Section 2 National By-laws

These bylaws are intended to supplement the National Bylaws of the Navy League, and regulations governing local councils as promulgated by the Navy League of the United States.

Section 3 Address

The official address for the Council shall be the address of the Council President, unless otherwise specifically indicated.

ARTICLE II - OBJECT AND PURPOSE

Section 1 Object and Purpose

The object and purpose of the Council shall be to acquire and disseminate to citizens of the United States information as to the conditions of the naval forces and equipment of the United States, and to increase interest and cooperation in all matters tending to improve maritime efficiency. No declaration of the Policy of the Council shall be made in contradiction of the Policy of the Navy League. The objectives will be to carry out in this area the aims and purposes of the Navy League as established by the National Board of Directors.

ARTICLE III - MEMBERSHIP

Sections 1 Classes of Membership.

Classes of membership are as established in the National Bylaws. To be eligible for membership in this Council, one must be a member of the National organization. No person shall be denied membership due to sex, race, color or religion.

Section 2 Dues.

Dues shall be in the amount set by the National organization for each established class of membership; such dues to be paid directly to the National Treasurer. Council dues may be established by the Council Board of Directors and these Council dues shall be paid to the Council Treasurer.

Section 3 Members in Good Standing.

Members whose dues payments are current shall be considered Members in Good Standing, and shall have all resulting rights and privileges of membership, including the right to vote and to serve as Council officers and/or on the Council Board of Directors.

Section 4 Termination of Membership.

An individual's membership shall be terminated for failure to pay required dues or assessments within 30 days of the due date. In addition, a member may resign by forwarding to the National

Corporate Secretary, with a copy to the Council President, a resignation in writing. Such resignations shall be effective when received by the National Corporate Secretary or when indicated in the letter of resignation.

Section 5 Honorary Membership.

Any outstanding person who has shown and expressed unusual interest in this Council and who has performed great service in the United States Navy, shall be eligible for honorary membership upon unanimous approval of the Council members present at a regular monthly meeting. No dues shall be assessed against such honorary members. Honorary members are privileged to take part in all social activities of the Council, but shall not be eligible to vote or hold regular office in the Council.

ARTICLE IV - PROHIBITIONS

Section 1 Actions in Name of Council.

No officer or member of the Council shall undertake in the name of the Council or the Navy League any action intended to prejudice the aims of and the established policies of the Council or the Navy League and no member shall communicate with any Department of the United States Government in the name of the Navy League on general policy matters without the approval of the Council President and the National President.

Section 2 Use of Council Name.

No use may be made of the Navy League name, logo, seal, or other symbol or indicia of the League, including lists of members' names and addresses, for any purpose other than direct fulfillment of the mission of the Navy League.

Section 3 Political Activities.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4 Other Activities.

Notwithstanding any other provision of these articles, the organization shall not carry any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE V - OFFICERS AND DIRECTORS

Section 1 Elected Officers

This Council shall have the following elected officers: President, First Vice President, Second Vice President, Secretary, Treasurer and Judge Advocate. Additional Vice Presidents may be

elected for functional areas as required. During the year, the President may propose to the Board any new Vice President required. Board Approval will be required at the next regular or at a Special Meeting called for that purpose.

Section 2 – Number of Directors

The Board of Directors shall consist of not less than ten (10) nor more than thirty (30) persons.

Section 3 – Term of Service

3.1 - Directors.

Directors of the Council shall serve for terms of three years (3) and until their successors are elected. As nearly as possible, an equal number of terms shall expire each year.

3.2 - Officers

The Officers of this Council shall be elected for a term of one year or until their successors are elected. The President shall not be elected for more than four consecutive terms.

Section 4 – Election

4.1 Election of Directors

Directors will be elected at the Annual Meeting.

4.2 Election of Officers

The Board of Directors shall hold a meeting immediately after the Annual Meeting and by a majority of those voting, elect the Officers.

4.3 Election Procedures

Officers and Directors shall be elected by a majority of those members present and voting, by secret ballot unless there is but one candidate for an office, in which case election may be by voice vote.

4.4 Installation of Directors and Officers.

Installation of new Officers and Directors shall follow the elections.

Section 5 -- Resignation of Director or Officer.

Any Director or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Council, unless some later time

may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

Section 6 - Leave of Absence

Upon written application to the Board, setting forth good and sufficient cause, a leave of absence may be granted for up to twelve (12) months excusing a Director from attending the regular meetings of the Board. The leave of absence will terminate at the end of the requested period, or upon written notification to the Board by the Director. The granting of a leave of

absence does not cause a vacancy on the Board, but the number of Board members will be reduced by one in determining whether a quorum is or is not present.

Section 7 Removal of Director or Officer.

Any Director or Officer may be removed from office, without the assignment of any cause, by a vote of a majority of all the Directors in office, at any duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. The individual will be sent a certified letter stating the charges and the time and date of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 8 Vacancies

8.1 Directors

The President shall have the authority to fill a vacancy, should one arise, subject to the ratification of the Directors at the next meeting.

8.2 – Officers

In the event of the death, resignation, or removal of and Officer, such vacancy shall be filled by approval of the Board of directors of a candidate proposed by the President at the next regular or at a Special Meeting called for that purpose.

Section 9 Director Emeritus

A member of the Board of Directors, who has served with distinction as a Director may be designated a Director Emeritus. A vote of two-thirds (2/3) majority of the Directors, at any duly convened meeting of the Board of Directors, provided that written notice of the intention to consider the designation has been included in the notice of the meeting, will elect the proposed Director Emeritus. Upon approval of such designation, the person shall be considered an ex officio member of the Board. Ex officio members of the Board of Directors shall have a voice at all Board meetings, but may not vote. Election as Director Emeritus is for lifetime.

ARTICLE VI - DUTIES OF OFFICERS AND DIRECTORS

Section 1 Board of Directors

The control and management of this Council's assets and affairs shall be vested in the Board of Directors. The Board may adopt bylaws and regulations or delegate its authority to the elected officers and such other Council member as it so desires. Council Bylaws and amendments must be consistent with National Bylaws and with the policies, purposes and objectives of the Navy League.

Section 2 President

The President shall direct the activities of the Council; preside at meetings including those of the Board of Directors; appoint committee chairmen, assure compliance with National Bylaws and regulations governing local councils; submit the Council's Annual Report and other reports requested by higher authority; represent the Council in public affairs and in National, Regional and State organization activities.

Section 3 Vice Presidents

Vice Presidents shall assist the President as approved by the Board of Directors. The First Vice President is to serve in the absence of the President. The Second Vice President is designated to serve in the absence of the First Vice President. Vice Presidents may serve as chairmen of major committees, represent the Council at events, which the Council President is unable to attend, and generally be understudying the duties of the Council President.

Section 4 Secretary

The Secretary shall maintain Council records such as bylaws, minutes of meetings, election results and an accurate membership roster, prepare an annual report to the Council membership; handle correspondence as designated by the President; and provide appropriate notice of meetings.

Section 5 Treasurer

The Treasurer of the Council shall maintain all financial records of the Council including a record of all receipts and expenditures of Council funds; establish the Council's bank account; prepare and oversee the Council's budget; submit a monthly report to the Board of Directors and an annual report to the membership; prepare the financial portion of the Council's Annual Report; and arrange for the annual audit of the Council's financial matters.

Section 6 Judge Advocate

The Judge Advocate shall advise the Council President and Officers on legal matters affecting the Council and interpret bylaws and regulations.

ARTICLE VII - COMMITTEES AND BOARDS

Section 1 Standing Committees

1.1 Executive Committee

An Executive Committee, of which the President shall be the Chairman, shall be appointed by the President. The immediate past President, Vice Presidents, Secretary, Treasurer and Judge Advocate shall be members of the executive Committee. The Executive Committee shall handle emergency problems in the operations of the Council. They shall exercise all the powers of the Board of Directors when the Board is not in session subject to ratification by the Board at its next meeting.

1.2 Nominating Committee

A Nominating Committee shall be established annually. It shall be comprised of the following:

- three immediate past Presidents,
- two members selected by the President, and
- two members elected by the Board of Directors.

Notice of membership of this Committee shall be announced sixty days in advance of the annual meeting and a report of the Committee shall be made to the membership at least thirty days prior to the annual meeting. The Nominating Committee shall select at least

one nominee for each office and nominations may be made from the floor at the election meeting.

1.3 Finance Committee

A Finance Committee, appointed by the President and approved by the Board of Directors shall be responsible for providing assistance to the Council in the preparation of a budget and other fiscal matters incidental to the operation of the Council.

1.4 Appointment of Standing Committee Members

The President shall appoint the Directors from time to time with such powers and duties as may be delegated by the Board of Directors. Each committee shall determine its own rules of procedure, subject to approval by the Board of Directors.

Section 2 Special Committees

The President shall appoint the members of such Special Committees as may be required from time to time with such powers and duties as may be delegated by the Board of Directors. Each committee shall determine its own rules of procedure, subject to approval by the President.

Section 3 – Advisory Board

The Council may create an Advisory Board in order to benefit from the experience, background and special talents of certain individuals or to recognize individuals who have rendered outstanding and conspicuous support of our mission. Council membership, although preferred, is not a prerequisite for consideration for appointment to the Advisory Board. A vote of a majority of the Directors, at any duly convened meeting of the Board of Directors, provided that written notice of the intention to consider the Advisory Board membership has been included in the notice of the meeting, will elect the proposed Advisory Board member. Advisory Board members serve at the pleasure of the Board of Directors and may attend all open sessions of the Board of Directors, but will not have a vote.

ARTICLE VIII - MEETING

Section 1 Board Meetings

1.1 Regular Board Meetings

The Board shall meet at least once each quarter upon call by the President.

1.2 Special Board Meetings

Special meetings of the Directors may be called by the President or upon written request by one-quarter of the Directors at any time. At least five (5) days notice stating the time; place and purpose of any special meeting shall be given to the members of the Board. The President shall call, within three weeks, a meeting of the Board of Directors. Should the President fail to call within three weeks such meeting, the requestors may issue such call, reciting the President's failure, and any meeting held pursuant to such call shall be a legal meeting, and its acts and proceedings as valid and binding as though such meeting had been called by the President.

1.3 Board Quorum

One half of the Board of Directors shall constitute a Quorum at all regular and special Board Meetings.

1.4 Teleconference Meetings

One or more Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

1.5 Notice

Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, facsimile transmission, or by e-mail to that person's address (or e-mail address or facsimile number) appearing on the books of the Council, or in the case of Directors (or members of an other body), supplied by that person to the Council for the purpose of notice. If the notice is sent by mail, or by courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or deposited with a courier service for delivery to such person or, in the case of e-mail or facsimile, when dispatched. Such notice shall specify the place, day and hour of the meeting and any other information that may be required by the Act or these By-laws.

1.6 Waiver of Notice

Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 2 General Membership Meetings

2.1 Regular Members Meeting

The general membership of this Council shall meet at least once each quarter upon call by the President.

2.2 Annual Members Meeting

The Annual Meeting of members shall be held during the last quarter of the fiscal year. At this meeting, the President, Treasurer and Secretary shall submit their annual reports to the members. (Copies of these reports must be sent to National Headquarters with copies to the appropriate State and Regional Presidents). Election of Council Directors for the subsequent fiscal year also shall be held at this meeting.

2.3 Quorum

The quorum for Members Meetings will be in accordance with the rules for general memberships meetings as stipulated in Section 4 of this Article.

Section 3 Minutes

Minutes of all meetings of the Board and General Membership will be recorded by the Secretary, or an Acting Secretary, and copies thereof provided upon request.

Section 4 Parliamentary Authority

The rules set forth in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases that they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Council may adopt.

ARTICLE IX - FISCAL YEAR AUDITS

The fiscal year shall conform with that of the National Navy League of the United States (currently January 1 through December 31) and an audit of the Council's financial matters shall be held annually within 60 days after the close of the fiscal year.

ARTICLE X - EXPENDITURES

No money shall be authorized to be expended and no contract or obligation incurred in the name of or on behalf of this Council beyond the money actually in hand, appropriated, and set aside for the purpose.

ARTICLE XI - GENDER

Whenever the masculine form is used herein, the feminine form is intended to be included.

ARTICLE XII - AMENDMENTS

These Bylaws shall not be amended unless the amendment has been approved by the Board of Directors and subsequently confirmed by a two-thirds vote of the members present at a general meeting, in the call for which notice of the proposed amendment has been included.

ARTICLE XIII – MISCELLANEOUS

No part of the funds of the organization shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of Section 501(c)(3) purposes.

ARTICLE XIV - DISSOLUTION

In the case of revocation of the Council Charter, or dissolution of the Council for any reason, the Council President shall cause to be transferred to the National treasurer all funds remaining in the treasury of the Council at the time it ceased to exist.

Amended and Restated

March 19, 2008

Philip Katauskas, Council President

Francesca O'Brien, Council Secretary